

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>RTI Holding Company, LLC</u>	
2. All other names debtor used in the last 8 years <small>Include any assumed names, trade names and doing business as names</small>	<u>N/A</u>	
3. Debtor's federal Employer Identification Number (EIN)	<u>35-2604966</u>	
4. Debtor's address	Principal place of business <u>4170 Ashford Dunwoody Road, Suite 390</u> <u>Atlanta, GA 30319</u> <small>Number, Street, City, State & ZIP Code</small> <u>DeKalb</u> <small>County</small>	Mailing address, if different from principal place of business <u>333 East Broadway Ave., Maryville, TN 37804</u> <small>P.O. Box, Number, Street, City, State & ZIP Code</small> Location of principal assets, if different from principal place of business <u>333 East Broadway Ave. Maryville, TN 37804</u> <small>Number, Street, City, State & ZIP Code</small>
5. Debtor's website (URL)	<u>http://www.rubytuesday.com</u>	
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	

Debtor RTI Holding Company, LLC
Name

Case number (if known) _____

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7225**8. Under which chapter of the Bankruptcy Code is the debtor filing?** Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?** ☒ No. ☐ Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☐ No **See attached Rider 1** ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor _____	Relationship _____
District _____	When _____ Case number, if known _____

Debtor RTI Holding Company, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** *(Check all that apply.)*☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- ☒ 1-49
- ☐ 50-99
- ☐ 100-199
- ☐ 200-999

- ☐ 1,000-5,000
- ☐ 5001-10,000
- ☐ 10,001-25,000

- ☐ 25,001-50,000
- ☐ 50,001-100,000
- ☐ More than 100,000

15. Estimated Assets [principal asset is equity interest in Ruby Tuesday, Inc.]

- ☐ \$0 - \$50,000
- ☐ \$50,001 - \$100,000
- ☐ \$100,001 - \$500,000
- ☐ \$500,001 - \$1 million

- ☐ \$1,000,001 - \$10 million
- ☐ \$10,000,001 - \$50 million
- ☐ \$50,000,001 - \$100 million
- ☒ \$100,000,001 - \$500 million

- ☐ \$500,000,001 - \$1 billion
- ☐ \$1,000,000,001 - \$10 billion
- ☐ \$10,000,000,001 - \$50 billion
- ☐ More than \$50 billion

16. Estimated liabilities

- ☐ \$0 - \$50,000
- ☐ \$50,001 - \$100,000
- ☐ \$100,001 - \$500,000
- ☐ \$500,001 - \$1 million

- ☐ \$1,000,001 - \$10 million
- ☐ \$10,000,001 - \$50 million
- ☐ \$50,000,001 - \$100 million
- ☒ \$100,000,001 - \$500 million

- ☐ \$500,000,001 - \$1 billion
- ☐ \$1,000,000,001 - \$10 billion
- ☐ \$10,000,000,001 - \$50 billion
- ☐ More than \$50 billion

Debtor RTI Holding Company, LLC
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

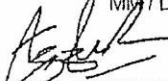
I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/07/2020

MM/DD/YYYY

X



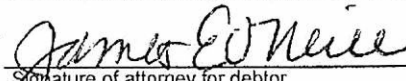
Signature of authorized representative of debtor

Aziz Hashim

Printed name

Title Managing Member of Manager, NRD
Capital Management II, LLC**18. Signature of attorney**

X



Signature of attorney for debtor

Date 10/07/2020

MM/DD/YYYY

James E. O'Neill

Printed name

Pachulski Stang Ziehl & Jones LLP

Firm name

919 N. Market Street17th FloorWilmington, DE 19801

Number, Street, City, State & ZIP Code

Contact phone 302-652-4100Email address joneill@pszjlaw.com4042 DE

Bar number and State

RIDER 1

Pending Bankruptcy Cases Concurrently Filed by this Debtor and Affiliated Debtors:

RTI Holding Company, LLC
Ruby Tuesday, Inc.
Ruby Tuesday, LLC
RTBD, LLC
RT of Carroll County, LLC
RT Denver Franchise, L.P.
RT Detroit Franchise, LLC
RT Distributing, LLC
RT Finance, LLC
RT FL Gift Cards, Inc.
RT Florida Equity, LLC
RT Franchise Acquisition, LLC
RT of Fruitland, Inc.
RT Indianapolis Franchise, LLC
RT Jonesboro Club
RT KCMO Franchise, LLC
RT Kentucky Restaurant Holdings, LLC
RT Las Vegas Franchise, LLC
RT Long Island Franchise, LLC
RT of Maryland, LLC
RT Michiana Franchise, LLC
RT Michigan Franchise, LLC
RT Minneapolis Franchise, LLC
RT Minneapolis Holdings, LLC
RT New England Franchise, LLC
RT New Hampshire Restaurant Holdings, LLC
RT New York Franchise, LLC
RT Omaha Franchise, LLC
RT Omaha Holdings, LLC
RT One Percent Holdings, LLC
RT One Percent Holdings II, LLC
RT Orlando Franchise, LP
RT Restaurant Services, LLC
RT South Florida Franchise, LP
RT Southwest Franchise, LLC
RT St. Louis Franchise, LLC
RT Tampa Franchise, LP
RT Western Missouri Franchise, LLC
RT West Palm Beach Franchise, LP
RTTA, LP
RTT Texas, Inc.
RTTT, LLC
Ruby Tuesday of Allegany County, Inc.
Ruby Tuesday of Bryant, Inc.
Ruby Tuesday of Columbia, Inc.
Ruby Tuesday of Frederick, Inc.
Ruby Tuesday of Linthicum, Inc.
Ruby Tuesday of Marley Station, Inc.
Ruby Tuesday of Pocomoke City, Inc.
Ruby Tuesday of Russellville, Inc.
Ruby Tuesday of Salisbury, Inc.

**WRITTEN CONSENT OF
MANAGER
OF
RTI HOLDING COMPANY, LLC
(a Delaware Limited Liability Company)**

The undersigned, being the manager of RTI Holding Company, LLC, a Delaware limited liability company, does hereby consent to the adoption of the following resolutions:

WHEREAS, the manager (the “**Manager**”) of RTI Holding Company, LLC, a Delaware limited liability company (the “**Company**”), acting pursuant to the laws of the State of Delaware, has considered the financial and operational aspects of the Company’s business;

WHEREAS, the Manager has reviewed the historical performance of the Company, the market for the Company’s business, and the current and long-term liabilities of the Company;

WHEREAS, the Manager has, over the last several months, reviewed the materials presented to it by the management of and the advisors to the Company regarding the possible need to undertake a financial and operational restructuring of the Company; and

WHEREAS, the Manager has analyzed each of the financial and strategic alternatives available to it, including those available on a consensual basis with the principal stakeholders of the Company, and the impact of the foregoing on the Company's business and its stakeholders.

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Manager, it is desirable and in the best interests of the Company, its creditors, employees, stockholders and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware;

RESOLVED, that the officers of the Company (the “**Authorized Officers**”) are authorized on behalf of the Company to execute, verify and file all petitions, schedules, lists, and other papers or documents, and to take and perform any and all further actions and steps that any such Authorized Officers deem necessary, desirable and proper in connection with the Company’s chapter 11 case, with a view to the successful prosecution of such case;

RESOLVED, that the Authorized Officers, on behalf of the Company, are authorized, empowered and directed to retain the law firm of Pachulski Stang Ziehl & Jones LLP (“**PSZ&J**”) as bankruptcy counsel to represent and assist the Company in carrying out its duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the Company’s rights in connection therewith, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of PSZ&J;

RESOLVED, that the Authorized Officers, on behalf of the Company, are authorized, empowered and directed to retain the services of CR3 Partners, LLC, as the Company’s financial advisor, effective as of the date the petition is filed, and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of CR3 Partners, LLC;

RESOLVED, that the Authorized Officers, on behalf of the Company, are authorized, empowered and directed to retain the services of Epiq Corporate Restructuring, LLC (“**Epiq**”), as the Company’s claims, noticing, solicitation agent and administrative advisor, effective as of the date the petition is filed, and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of Epiq;

RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to employ any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable and proper;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by any such Authorized Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful chapter 11 case;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to take any and all actions and steps deemed by any such Authorized Officer to be necessary or desirable to the develop, file and prosecute to confirmation of a chapter 11 plan and related disclosure statement;

RESOLVED, that the Amendment to the Amended and Restated Operating Agreement, attached hereto as Exhibit A (the “**Amendment**”), is approved in all respects and the Authorized Officers be, and each of them is, hereby authorized to execute the Amendment on behalf of the Company as the Manager; and

RESOLVED, that any and all actions heretofore taken by any Authorized Officer or the directors of the Company in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Consent as of September 16, 2020.

MANAGER:

NRD CAPITAL MANAGEMENT II, LLC

By: 

Name: Aziz Hashim

Title: Managing Member

***SIGNATURE PAGE TO CONSENT OF
MANAGER OF RTI HOLDING COMPANY, LLC***

EXHIBIT A

**AMENDMENT TO
AMENDED & RESTATED OPERATING AGREEMENT
OF
RTI HOLDING COMPANY, LLC**

This Amendment to Operating Agreement (this “Amendment”) of RTI Holding Company, a Delaware limited liability company (the “Company”), is entered into effective September 16, 2020, by NRD Capital Management II, a Delaware limited liability company (the “Manager”), RTI Investment Company, LLC, a Delaware limited liability company, Strategic Financial Intermediation II, LLC, a Delaware limited liability company, and NRD RT Holdings LLC, a Delaware limited liability company (collectively, the “Members”), to amend the Amended & Restated Operating Agreement of the Company dated December 21, 2017, (the “Operating Agreement”).

R E C I T A L S

A. RTI Investment Company, LLC, Strategic Financial Intermediation II, LLC and NRD RT Holdings LLC are the sole Members of the Company under the Operating Agreement;

B. NRD Capital Management II, LLC, is the sole Manager of the Company under the Operating Agreement;

C. Section 13.09 of the Operating Agreement authorizes the amendment of the Operating Agreement by a written instrument executed by the Manager, on behalf of the Company, and the Members; and

D. The Company and Members now desire to amend certain provisions of the Operating Agreement as set forth herein.

A G R E E M E N T

NOW, THEREFORE, the Company hereby agrees and consents to the following:

1. Amendment. The Operating Agreement shall be amended and restated to add the following as Section 13.19, which shall read in its entirety as follows:

Section 13.19 Bankruptcy or Dissolution of a Member. The happening of an event specified in Section 18-304(1) of the Delaware Act with respect to a Member shall not cause such person to cease to be a Member of the Company and, notwithstanding the happening of any such event, such person shall continue to have all of the rights and powers of a Member of the Company under applicable law. Neither the bankruptcy nor dissolution of a Member shall cause a dissolution of the Company. If any Member ceases to be a Member for any reason, the business of the Company shall be continued by the remaining Member or Members, provided, however, if there are no remaining Members, the successor in interest to the last remaining Member may elect to continue the business.

2. Full Force and Effect. The Operating Agreement shall remain in full force and effect as amended above. Unless the context otherwise requires, any other document or

agreement that refers to the Operating Agreement shall be deemed to refer to the Operating Agreement, giving effect to this Amendment (and any other amendments to the Operating Agreement made from time to time pursuant to its terms).

3. Successors and Assigns. This Amendment shall inure to the benefit of and be binding upon the successor(s) and assign(s) of the party hereto.

4. Governing Law. This Amendment shall be governed by and construed in accordance with the internal laws of the State of Delaware, without regard to the principles of conflicts of laws.

[Signature page follows]

The undersigned hereby agree, acknowledge and certify that the foregoing constitutes an amendment to the Operating Agreement adopted by the Company and the Members as of the date first set forth above.

COMPANY:

RTI HOLDING COMPANY, LLC

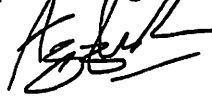
By: NRD Capital Management II, LLC, its Manager

By: 
Name: Aziz Hashim
Title: Managing Member

MEMBERS:

RTI INVESTMENT COMPANY, LLC

By: NRD Capital Management II, LLC, its Manager

By: 
Name: Aziz Hashim
Title: Managing Member

STRATEGIC FINANCIAL INTERMEDIATION II, LLC

By: 
Name: Aziz Hashim
Title: Manager

NRD RT HOLDINGS LLC

By: 
Name: Aziz Hashim
Title: Manager

[Signature page to Amendment to Amended & Restated Operating Agreement of RTI Holding Company, LLC]

Fill in this information to identify the case:

Debtor name RTI Holding Company, LLC, et al.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): 20- _____

☐ Check if this is an amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (on a Consolidated Basis) 12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	National Retail Properties, LP 450 S. Orange Ave. Ste. 900 Orlando, FL 32801	Josh Lewis Tel: 407-650-3695 Email: josh.lewis@nnnreit.com	Rent	Unliquidated			\$11,581,000.00
2	ZionsBancorporation, N.A. dba California Bank & Trust 2399 Gateway Oaks Dr., Ste. 110 Sacramento, CA 95833	Ronald Won Email: Ronald.won@calbt.com	PPP Loan	Contingent			\$10,000,000.00
3	Quadre Investments L.P. c/o Tyler Dillard Andersen, Tate & Carr, P.C. 1960 Satellite Blvd. Ste. 4000 Duluth, GA 30097	Tyler Dillard Andersen, Tate & Carr P.C. Tel: 678-518-6850 Email: tdillard@atclawfirm.com	Litigation Claimant; damages arising from purchase/sale of security Subject to subordination pursuant to Bankruptcy Code § 510	Unliquidated Disputed			\$8,400,000.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
4	Times Square Tower Associates LLC c/o Boston Properties, Inc. 599 Lexington Ave. Ste. 1800 New York, NY 10022	Robert E. Selsam, SVP Email: akaplan@bostonproperties.com	Rent	Unliquidated			\$4,333,768.00
5	Marguerite Duffy* [Address Redacted]	Email: margueriteduffy@comcast.net	Pensioner: Executive Nonqualified "Top Hat" Plan Benefit Claim	Contingent			\$3,436,466.00
6	Robert LeBoeuf* [Address Redacted]	Email: paddleboeuf@gmail.com	Pensioner: Executive Nonqualified "Top Hat" Plan Benefit Claim	Contingent			\$3,273,564.00
7	Interstate Augusta Properties LLC c/o S.R. Weiner & Associates, Inc. 33 Boylston St. Chestnut Hill, MA 02467	Cheryl Rondeau Tel: 617-232-8900	Rent	Unliquidated			\$2,896,885.00
8	Kimberly Grant* [Address Redacted]	Email: ksgrant14@gmail.com	Pensioner: Executive Nonqualified "Top Hat" Plan Benefit Claim;	Contingent			\$2,655,842.00
9	Robert McClenagan Jr.* [Address Redacted]	Email: robertmcclenagan1976@gmail.com	Pensioner: Executive Nonqualified "Top Hat" Plan Benefit Claim; Management Nonqualified "Top Hat" Plan Benefit Claim	Contingent			\$2,511,769.00
10	Bennett Partners, LLLP 4301 Post Road Cumming, GA 30040	Michael Bennett Tel: 404-771-5454 Email: mbmcpa1@comcast.net	Rent	Unliquidated			\$2,436,544.00
11	P&M Investment Company, LLC 2 Buckland Abbey Nashville, TN 37215	Peter Park Email: wcpark@comcast.net	Rent	Unliquidated			\$2,353,392.00
12	Wendover ZS LLC 130 Breezy Pent Dr. Yorktown, VA 23692	Hassan A. Hassan Email: Hahassan35@gmail.com	Rent	Unliquidated			\$2,324,542.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
13	Burnett Family Trust Dated 03-07-2005 501 E. Avenida San Juan San Clemente, CA 92672	Barry Burnett Email: barry@barryburnett.net	Rent	Unliquidated			\$2,322,392.00
14	Holyoke Mall Company, LP Attn: Management Division The Clinton Exchange Four Clinton Square, Syracuse, NY 13202-1078	Gail Hamilton Email: gailhamilton@pyramidmg.com	Rent	Unliquidated			\$2,219,695.00
15	Nicolas Ibrahim* [Address Redacted]	Tel: 301-299-1816	Pensioner: Executive Nonqualified "Top Hat" Plan Benefit Claim	Contingent			\$2,140,828.00
16	Mesa Clemmons, LLC 5414 Merriam St. Bethesda, MD 20814	Adrienne Hedman Email: hedmanmarcia@gmail.com Email: ashedmanid@gmail.com	Rent	Unliquidated			\$2,131,041.00
17	Avenues Mall, LLC c/o MS Management 225 West Washington St. Indianapolis, IN 46204-3438	Ken Baren Email: klavy@simon.com Email: Ken.baren@simon.com	Rent	Unliquidated			\$2,084,014.00
18	Myra C. Clark P.O. Box 1184 Seymour, TN 37865	Tel: 865-591-9581 [Email: ke4tto@aol.com	Rent	Unliquidated			\$2,042,248.00
19	Parkway Lodging Realty, LLC 399 Monmouth St. East Windsor, NJ 08520	Wilentz Goldman & Spitzer PA Illiard C Shih, Esq. – Tel: 732-855-6016	Rent	Unliquidated			\$2,032,366.00
20	Allen Kushynski, Trustee of the Kushynski Family Trust 4835 Mary Ellen Ave. Sherman Oaks, CA 91423	Tel: 818-731-7286	Rent	Unliquidated			\$2,028,887.00
21	CGI 3 LP (fka RT Beaufort, LLC) 11302 Seda Pl. San Diego, CA 92124	James Wachtler Tel: 619-723-4332 Email: mhaller1@san.rr.com	Rent	Unliquidated			\$1,977,877.00
22	French Associates I, LLC One American Square, Ste. 1800 Indianapolis, IN 46282-0008	Bill French Email: bill.french@cushwake.com	Rent	Unliquidated			\$1,953,454.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
23	Grand IX Ventures, LLC 1078 Riverbend Dr. Advance, NC 27006	Tel: 336-408-9631 Email: DVL545@yahoo.com	Rent	Unliquidated			\$1,953,454.00
24	The Nicholson Trust Agreement dated October 1, 1990 26914 Avenue 140 Porterville, CA 93257	David V. Liner Tel: 569-333-0611 Email: dnicholson@ocsnet.net Email: kevin@centralcacommercial.com	Rent	Unliquidated			\$1,953,454.00
25	Affinity9 Realty, LLC 6618 Weston Circle East Dublin, OH 43016	Tel: 614-804-3329	Rent	Unliquidated			\$1,917,237.00
26	Sycamore Springs LLC 4833 Green Valley Dr. High Ridge, MO 63049	Tony Stieren Email: tstieren@aol.com	Rent	Unliquidated			\$1,872,386.00
27	Vestar-CPT Tempe Marketplace LLC 2425 East Camelback Rd. Ste. 750 Phoenix, AZ 85016	Angela Manca Tel: 480-966-9338	Rent	Unliquidated			\$1,856,095.00
28	TAU South LLC (fka CNL Funding 2000-A, L) c/o Realty Income Corp Bldg. ID 3960 11995 El Camino Real San Diego, CA 92130	Email: notices@realtyincome.com	Rent	Unliquidated			\$1,790,952.00
29	Crossgates Mall Company Newco LLC c/o The Clinton Exchange 4 Clinton Square Syracuse, NY 13202	Email: crossgatesmallla@pyramidrng.com	Rent	Unliquidated			\$1,780,360.00
30	Hamilton Mall Realty LLC c/o Namco Realty LLC 150 Great Neck Rd. Ste. 304 Great Neck, NY 11021	Tel: 609-646-6392 Email: judy@shophamilton.com	Rent	Unliquidated			\$1,721,542.00
31	Oakdale Mall II LLC c/o Spinoso Real Estate Group, LLC 112 Northern Concourse North Syracuse, NY 13212	Email: oakdaleleaseadmin@spinosoreg.com	Rent	Unliquidated			\$1,718,218.00
32	Papazian Sherman Way LLC Attn: Herbert Papazian 20001 Halstead St. Chatsworth, CA 91311	Herbert Papazian Email: wcplatts@att.net	Rent	Unliquidated			\$1,704,833.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
33	Lanham LLLP C/O NAI The Michael Companies Inc. 10100 Business Pkwy Lanham, MD 20706	Tel: 301-459-4400	Rent	Unliquidated			\$1,699,136.00
34	HaiYang, Inc. 1526 Sandybrook Ln. Wake Forest, NC 27587	Maggie Quan mquan@trademarkproperties.com	Rent	Unliquidated			\$1,679,157.00
35	RT Orlando Investment, LLC 1665 Washington Ave. 4 th Flr. Miami Beach, FL 33139	Tel: 626-286-7269 Email: mar282@yahoo.com	Rent	Unliquidated			\$1,672,778.00
36	PMP Properties 3526 S. Tamarack St. Visalia, CA 93277	Email: sueann1226@aol.com	Rent	Unliquidated			\$1,651,557.00
37	RPAI Worcester Lincoln Plaza LLC Attn: President, Eastern Division 2021 Spring Rd. Ste. 200 Oak Brook, IL 60523	Tel: 860-761-2465	Rent	Unliquidated			\$1,641,528.00
38	PBM Cape Coral RT, LLC 257 Crabapple Rd. Manhasset, NY 11030	Tel: 917-817-1875	Rent	Unliquidated			\$1,621,560.00
39	AHGIE, LLC Attn: Han Oh, Manager 3050 Patuxent Overlook Ct. Ellicott City, MD 21042	Han Oh Email: hanoh_md@hotmail.com	Rent	Unliquidated			\$1,620,293.00
40	Paul & Heinrich Aberle 4589 Regalo Bello St. Las Vegas, NV 89135	Tel: 702-247-4353	Rent	Unliquidated			\$1,598,281.00
41	Northeast Properties, LLC P.O. Box 1685 Jacksonville, NC 28541	John P. Marshall, Esq. White & Allen, P.A. Tel: 252-527-8000 Email: jmarshall@whiteandallen.com	Rent	Unliquidated			\$1,598,281.00
42	Amnon Shreibman P.O. Box 177 519 Mable Mason Cove Lavergne, TN 37086	Tel: 615-465-6019 Email: david@thompsonburton.com	Rent	Unliquidated			\$1,598,281.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
43	The Marshall Family Trust dated February 14, 2000 5724 E. Crest De Ville Ave. Orange, CA 92856	Tel: 714-637-3322	Rent	Unliquidated			\$1,598,281.00
44	Lusavi Pagosa, LLC Attn: Matthew Mousavi 610 Newport Center Dr. Ste. 1500 Newport Beach, CA 92660	Email: Matthew.mousavi@srsre.com	Rent	Unliquidated			\$1,598,281.00
45	Macerich Deptford LLC Attn: Legal Dept. 401 Wilshire Blvd. Ste. 700 Santa Monica, CA 90401	Tel: 310-394-6000	Rent	Unliquidated			\$1,567,843.00
46	Buffalo-Bloomfield Assoc, LLC Attn: Legal Dept. 7978 Cooper Creek Blvd. Ste. 100 University Park, FL 34201	Tel: 716-886-0211	Rent	Unliquidated			\$1,562,364.00
47	J Artson, LLC 401 Chathan Square Office Park Fredericksburg, VA 22405	Tel: 540-371-8976, Ext. 12	Rent	Unliquidated			\$1,539,873.00
48	Denny L. Kagasoff Revocable Trust 4150 Chestnut Ave. Long Beach, CA 90807	Tel: 310-428-8686 Email: denny@dennykagasoff.com	Rent	Unliquidated			\$1,435,816.00
49	DATO Food Group RT, LLC Attn: Daniel Pascale P.O. Box 129 Willow Springs, IL 60480	Daniel Pascale Email: danielpascale69@msn.com	Rent	Unliquidated			\$1,420,697.00
50	South Riding Owner, LLC P.O. Box 310300 Property 262810 Des Moines, IA 50331	Email: kgomes@rappaportco.com	Rent	Unliquidated			\$1,399,175.00

*Personal addresses of individual pension claimants have been redacted

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

RTI HOLDING COMPANY, LLC

Debtor.

Chapter 11

Case No. 20-____ ()

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned authorized officer of the above-captioned Debtor, certifies that the following is a corporation other than the Debtor, or a governmental unit, that directly or indirectly owns 10% or more of any class of the corporation's equity interests, or states that there are no entities to report under FRBP 7007.1.

☐ None [*check if applicable*]

Name: RTI Investment Company, LLC
Address: 4170 Ashford Dunwoody Road, Suite 390
Atlanta, GA 30319

Name: Strategic Financial Intermediation II, LLC
Address: 4170 Ashford Dunwoody Road, Suite 390
Atlanta, GA 30319

Name: NRD RT Holdings, LLC
Address: 4170 Ashford Dunwoody Road, Suite 390
Atlanta, GA 30319

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

RTI HOLDING COMPANY, LLC

Debtor.

Chapter 11

Case No. 20-____ ()

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case:

Name and Last Known Address or Place of Business of Holder	Security Class	Percentage
RTI Investment Company, LLC 4170 Ashford Dunwoody Road, Suite 390 Atlanta, GA 30319	Common (Voting)	100%
Strategic Financial Intermediation II, LLC 4170 Ashford Dunwoody Road, Suite 390 Atlanta, GA 30319	Preferred	100%
NRD RT Holdings, LLC 4170 Ashford Dunwoody Road, Suite 390 Atlanta, GA 30319	Common (Non- Voting)	100%

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

RTI HOLDING COMPANY, LLC,

Debtor.

Chapter 11

Case No. 20-____ ()

CERTIFICATION OF CREDITOR MATRIX

Pursuant to Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, the above captioned debtor and its affiliated debtors in possession (collectively, the "Debtors")¹ hereby certify that the *Creditor Matrix* submitted herewith contains the names and addresses of the Debtors' creditors. To the best of the Debtors' knowledge, the *Creditor Matrix* is complete, correct, and consistent with the Debtors' books and records.

The information contained herein is based upon a review of the Debtors' books and records as of the petition date. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the *Creditor Matrix* have been completed. Therefore, the listing does not, and should not, be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

Fill in this information to identify the case:Debtor name RTI Holding Company, LLCUnited States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

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An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders, Corporate Ownership Statement, and Certification of Creditor Matrix

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 7, 2020

X


Signature of individual signing on behalf of debtor

Aziz Hashim

Printed name

Managing Member of Manager, NRD Capital Management II, LLC

Position or relationship to debtor